

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

ERIC R. BAHE, Custodian, CGM Roth
Conversion IRA,

Plaintiff,

v.

FRANKLIN/TEMPLETON DISTRIBUTORS,
INC., and WILLIAM J. LIPPMAN,

Defendants, and

FRANKLIN BALANCE SHEET INVESTMENT
FUND,

Nominal Defendant.

Civil Action No. 04-11195 (MLW)

[PROPOSED] ORDER APPROVING THE PARTIES' STIPULATION OF DISMISSAL

This matter having come before the Court on Plaintiff's Renewed Motion for Approval of the Parties' Stipulation of Dismissal, it is hereby ordered that:

1. Notice of the parties' proposed dismissal of this action, pursuant to Fed. R. Civ. P. 41(a)(ii) and the Stipulation of Dismissal entered into by the parties, dismissing this derivative action with prejudice to the Plaintiff, Eric R. Bahe, Custodian, CGM Roth Conversion IRA, and without prejudice to the Nominal Defendant Franklin Balance Sheet Investment Fund (the "Fund"), and any shareholders of the Fund other than the Plaintiff, was provided to shareholders of the Fund in the full compliance with the provisions of this Court's Orders dated September 8 and September 19, 2006.

2. The form and manner of the notice given to shareholders of the Fund fulfilled the requirements of due process and the provisions of Fed. R. Civ. P. 23.1, and constitute

full and adequate notice to shareholders of the Fund.

3. There were no objections to the dismissal of this action filed with the Court as of October 20, 2006, the deadline set by the Court in its Order, dated September 8, 2006.

4. This action is hereby dismissed, pursuant to the parties' Stipulation, with prejudice to the Plaintiff, and without prejudice to the Nominal Defendant Franklin Balance Sheet Investment Fund and any shareholders of the Fund other than the Plaintiff, and without costs awarded to either party.

Dated: October ____, 2006

Mark L. Wolf
Chief Judge